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RECORDATION NO. 17977-F FILED 1425

APR 28 1993 8:50 AM

INTERSTATE COMMERCE COMMISSION

April 28, 1993

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Ms. Lee:

Enclosed is an Amendment to an agreement assigned ICC Recordation #17977.

Please file this supplemental document as ICC Recordation #17977-F. The filing fee of \$16 is enclosed.

Thank you for your assistance.

Sincerely,

Mary Ann Oster

Mary Ann Oster
Research Consultant

Enclosures

Enclosure Mary Ann Oster

APR 28 9 46 AM '93
MOTOR CARRIER UNIT

APR 28 1993 8:50 AM

AMENDMENT TO

LOCOMOTIVE REBUILD/INTERIM LEASE/PURCHASE AGREEMENT
INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT TO THE REBUILD/INTERIM LEASE/PURCHASE AGREEMENT, dated as of October 1, 1992 ("Agreement") is made and entered into as of this 26th day of March, 1993, by and between Electro-Motive Division, General Motors Corporation, a Delaware corporation ("EMD"), and Southern Pacific Transportation Company, a Delaware Corporation ("SP") *(Recordation # 17977 filed on 10/9/92 @ 10.00 AM)*

WHEREAS, The parties hereto entered into the Agreement to provide for the rebuilding, interim lease and purchase of Locomotives identified by Locomotive number in Schedule A of the Agreement;

WHEREAS, The parties desire to substitute for certain of those Locomotives identified on Schedule A of the Agreement an equivalent number of other locomotives identified herein;

NOW, THEREFORE, In consideration of the following promises and undertakings, the parties agree as follows:

1. Unless otherwise specified herein, capitalized terms used in this Amendment shall have the same meaning as in the Agreement.

2. The Locomotives shown as "Deleted" on Schedule A-1 hereto ("Deleted Locomotives") shall be stricken from Schedule A of the Agreement and, in lieu thereof, the locomotives shown as "Added" on Schedule A-1 ("Added Locomotives") shall be inserted on Schedule A and incorporated therein.

3. For purposes of the Agreement and this Amendment, the Added Locomotives shall each be considered to have a depreciated ledger value of \$47,576.44 (which is the aggregate depreciated ledger value of the twenty-eight Deleted Locomotives divided by twenty-eight).

4. It is the intent of EMD and SP that the Added Locomotives be considered exchanged for the Deleted Locomotives and that the consideration to SP for the conveyance of the Added Locomotives to EMD shall be the reconveyance of the Deleted Locomotives to SP and the consideration to EMD for the conveyance of the Deleted Locomotives to SP shall be the conveyance of the Added Locomotives to EMD.

5. The conveyances by SP and EMD shall be considered to be effected simultaneously and shall be subject to each party's delivery to the other of a bill of sale in the applicable form attached in Schedule B-1 hereto for the Locomotives to be conveyed

by the respective party and an appropriate opinion of counsel (which shall be outside counsel for SP and in-house counsel for EMD) as to the clear title of such Locomotives (such opinions to be delivered within 30 days of the date of the bills of sale).

6. Except as otherwise provided herein, all other provisions of the Agreement shall remain in full force and effect between the parties.

IN WITNESS WHEREOF, the parties hereto intending to be legally bound thereby have executed this Amendment as of the date first above written.

GENERAL MOTORS CORPORATION
ELECTRO-MOTIVE DIVISION

SOUTHERN PACIFIC TRANSPORTATION
COMPANY

By: _____

Title: Assistant Secretary

Attest: _____

By: E.F. Grady

Title: TREASURER

Attest: J. S. O'Connell

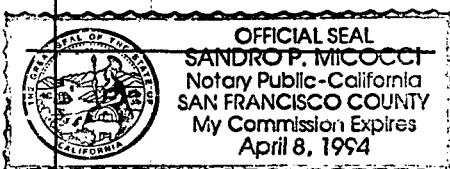
State of CALIFORNIA)

County of SAN FRANCISCO) ss.

On this 26th day of MARCH, 1993, before me personally appeared E.F. GRADY, to me personally known, who, being by me duly sworn, did say that he is a TREASURER of SOUTHERN PACIFIC TRANSPORTATION CO., that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Sandro P. Micocci
Notary Public

My commission expires:

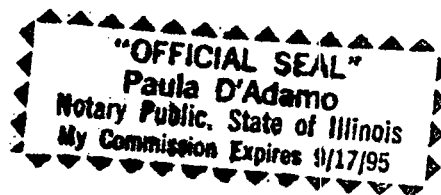


State of ILLINOIS)
County of COOK) ss.

On this 26th day of MARCH, 1993, before me personally appeared KEITH McCANLESS, to me personally known, who, being by me duly sworn, did say that he is an ASSISTANT SECRETARY of ELECTRO-MOTIVE DIV. OF GENERAL MOTORS CORP. that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.


Notary Public

My commission expires:



Locomotive Numbers

EXHIBIT A

(ALL SOUTHERN PACIFIC TRANSPORTATION COMPANY)

7303	8491	9328
7306	8492	9329
7314	8493	9330
7316	8494	9333
7320	8496	9335
7321	8527	9337
7323	8548	9343
7326	8549	9345
7331	8557	9347
7333	8559	9359
7335	9194	9361
7336	9197	9362
7338	9201	9365
7400	9207	9366
7486	9231	9367
7609	9238	9368
7611	9242	9372*
7613	9243	9373*
7615	9245	9375*
7616	9250	9378*
7617	9254	9381*
7620	9273*	9385*
7623	9276*	9387*
7625	9282*	9391*
8301	9287*	9392*
8304	9288*	9395*
8305	9294*	9396*
8306	9298*	9400*
8316	9299*	9401*
8350	9300*	9402*
8351	9308	9403*
8352	9311	9404*
8355	9313	
8365	9314	

* Formerly owned by St. Louis Southwestern Railway Company and sold to Southern Pacific Transportation Company.

SCHEDULE A-1

ADDED LOCOMOTIVES

SSW	8322
SSW	8325
SSW	8376
SP	7312
SP	7313
SP	7322
SP	7325
SP	7600
SP	8300
SP	8308
SP	8309
SP	8310
SP	8312
SP	8313
SP	8353
SP	8356
SP	8359
SP	8361
SP	8362
SP	8363
SP	8366
SP	8367
SP	8489
SP	8490
SP	8495
SP	8497
SP	8528
SP	8560

DELETED LOCOMOTIVES

SP	9197
SP	9201
SP	9207
SP	9231
SP	9238
SP	9242
SP	9276
SP	9288
SP	9298
SP	9299
SP	9311
SP	9313
SP	9314
SP	9329
SP	9335
SP	9343
SP	9361
SP	9365
SP	9366
SP	9367
SP	9368
SP	9372
SP	9378
SP	9381
SP	9387
SP	9396
SP	9403
SP	9404

SCHEDULE B-1

BILL OF SALE

In consideration of one dollar (\$1.00) and other valuable consideration, receipt of which is hereby acknowledged, SOUTHERN PACIFIC TRANSPORTATION COMPANY ("Seller"), a Delaware corporation hereby sells and transfers to ELECTRO-MOTIVE DIVISION, GENERAL MOTORS CORPORATION ("Buyer"), a Delaware corporation, twenty-eight (28) Locomotives listed on Exhibit A hereto none of which are suitable for extended line haul use.

The term "Locomotives" includes each Locomotive and all the appurtenances, additions and parts thereon.

SAID LOCOMOTIVES ARE SOLD AS IS IN THEIR PRESENT CONDITION WITH ALL FAULTS. NO WARRANTY, EXPRESS OR IMPLIED, IS MADE BY SELLER AS TO THE CONDITION OR MERCHANTABILITY OF SAID LOCOMOTIVES OR THE FITNESS FOR ANY PARTICULAR PURPOSE THEREOF FOR USE OR OTHERWISE OR FOR THEIR COMPLIANCE WITH FEDERAL RAILROAD ADMINISTRATION REGULATIONS.

Seller covenants and warrants that it is the lawful owner of said Locomotives and that each Locomotive is free and clear of any liens or encumbrances.

IN WITNESS WHEREOF, Seller has signed these presents this 26th day of March, 1993.

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By E. F. Brady

Attest: [Signature]
Secretary

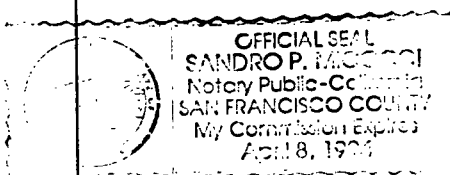
STATE OF CALIFORNIA)

) ss.

CITY AND COUNTY OF SAN FRANCISCO)

On this 26th day of March in the year 1993 before me Sandro P. Micocci, a Notary Public in and for the City and County of San Francisco, State of California, personally appeared E. F. Brady personally known to me to be the person who executed the within instrument on behalf of the Corporation therein named and acknowledged to me that the Corporation executed it.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at my office in the City and County of San Francisco, the day and year in this certificate first above written.



[Signature]
Notary Public in and for the City and County
San Francisco, State of California

EXHIBIT A

SSW	8322
SSW	8325
SSW	8376
SP	7312
SP	7313
SP	7322
SP	7325
SP	7600
SP	8300
SP	8308
SP	8309
SP	8310
SP	8312
SP	8313
SP	8353
SP	8356
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SP	8361
SP	8362
SP	8363
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SP	8528
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SCHEDULE B-1

BILL OF SALE

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The term "Locomotives" includes each Locomotive and all the appurtenances, additions and parts thereon.

SAID LOCOMOTIVES ARE SOLD AS IS IN THEIR PRESENT CONDITION WITH ALL FAULTS. NO WARRANTY, EXPRESS OR IMPLIED, IS MADE BY SELLER AS TO THE CONDITION OR MERCHANTABILITY OF SAID LOCOMOTIVES OR THE FITNESS FOR ANY PARTICULAR PURPOSE THEREOF FOR USE OR OTHERWISE OR FOR THEIR COMPLIANCE WITH FEDERAL RAILROAD ADMINISTRATION REGULATIONS.

Seller covenants and warrants that it is the lawful owner of said Locomotives and that no lien or encumbrance has been imposed thereon since said Locomotives' acquisition by Seller from Buyer.

IN WITNESS WHEREOF, Seller has signed these presents this 26 day of March, 1993.

ELECTRO-MOTIVE DIVISION, GENERAL MOTORS
CORPORATION

By K. [Signature]

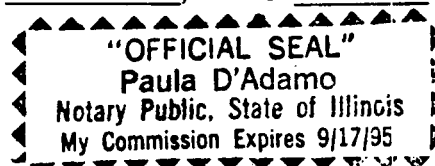
Attest: [Signature]
Assistant Secretary

State of Illinois)
County of Cook) ss.

On this 26 day of March, in the year 1993 before me Paula D'Adamo, a Notary Public in and for the County of Cook, State of Illinois, personally appeared R.M. SMITH personally known to me to be the person who executed the within instrument on behalf of the Corporation therein named and acknowledged to me that the Corporation executed it.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at my office in the County of Cook, the day and year in this certificate first above written.

[Signature]
Notary Public in and for the County
_____, State of _____



SP	9197
SP	9201
SP	9207
SP	9231
SP	9238
SP	9242
SP	9276
SP	9288
SP	9298
SP	9299
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EXHIBIT A

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